

DECLARATION OF MEL BERNIE

I, MEL BERNIE, hereby declare as follows:

1. I am the founder and Chief Executive Officer of Mel Bernie and Company, Inc. ("MBC"). I respectfully submit this declaration in support of MBC's motion to transfer venue to the Central District of California. The facts set forth in this declaration are within my personal knowledge, and, if called as a witness, I could and would competently testify to the truth thereof.
2. I am a resident of Agoura, California. I am intimately familiar with the operations of MBC, its products, and its use of the CIRCA trademarks in connection therewith.
3. MBC manufactures costume jewelry which it sells to various distributors and retailers throughout the United States. MBC is a California corporation with its corporate headquarters and principal place of business located in Burbank, California. All of MBC's principals and employees are located in Burbank, California, as are its warehouse and all of its corporate records. All of MBC's manufacturing is performed either in Burbank, California or abroad.
4. One of MBC's prominent lines of jewelry is called "CIRCA 1900." On or about October 22, 1991, MBC adopted and began using the trademarks "CIRCA" and "CIRCA 1900," and the design mark "CIRCA 1900," in connection with its CIRCA 1900 line of jewelry. The CIRCA 1900 design mark and trademark, and the CIRCA trademark shall be referred to collectively herein as the "CIRCA trademarks." MBC has, since 1991, used the CIRCA trademarks in interstate commerce in connection with all of its distribution and sales of the CIRCA 1900 line of jewelry.
5. MBC is the owner of registration no. 2833617 for the trademark "CIRCA," registered in the United States Patent and Trademark Office on April 20, 2004 covering use of that trademark on costume jewelry with semi-precious and synthetic

stones, silver jewelry, gold jewelry and watches. A true and correct copy of the registration is attached hereto as Exhibit "A." The registration was validly assigned by UKI Products Limited, a United Kingdom corporation, to MBC by means of a written assignment dated November 15, 2006 and recorded in the United States Patent and Trademark Office on December 11, 2006. A copy of the assignment is attached hereto as Exhibit "B."

6. MBC has, since 1991, developed the CIRCA trademarks and has continuously used them to distinguish the jewelry manufactured and sold by MBC from that manufactured and sold by others. The CIRCA trademarks have appeared prominently on MBC's products and in trade literature and advertising materials. MBC has, since 1991 diligently policed its rights in the CIRCA trademarks.

7. In or about January 2007, it came to my attention that plaintiff was advertising its jewelry related goods and/or services under the name "CIRCA" in certain jewelry trade magazines distributed in California. The advertisements prominently display the word "CIRCA" in a manner similar to the display of the word "CIRCA" on MBC's products and promotional materials, and state that one of plaintiff's offices is located in San Francisco, California. A true copy of one of plaintiff's advertisements is attached hereto as Exhibit "C."

8. Subsequently, I discovered plaintiff's registration and use of the domain name circajewels.com. Upon discovering plaintiff's use of the CIRCA trademark in its advertisements and in its domain name, I immediately notified my counsel.

9. Plaintiff's website proclaims that it is a "national buying house" and lists its various locations across the country -- including one in California -- and abroad. Further, the website states that it does business beyond the boundaries of its regional offices, and has plans to open another office in Los Angeles, among other places. A true copy of each page of the circajewels.com website is attached hereto as Exhibit "D."

10. MBC's Chief Operating Officer, Paul Edmeier, is a resident of Monrovia, California, and is employed at our Burbank, California office. He is familiar with MBC's registration of the CIRCA trademarks, the marketing and promotion of MBC's CIRCA 1900 line of jewelry, and MBC's financial and/or accounting information.

I declare under penalty of perjury under the laws of the United States and the State of California that the foregoing is true and correct, and that this declaration was executed at Burbank, California on January 25, 2008.



Mel Bernie

EXHIBIT "A"

Int. Cl.: 14

Prior U.S. Cls.: 2, 27, 28 and 50

Reg. No. 2,833,617

United States Patent and Trademark Office

Registered Apr. 20, 2004

**TRADEMARK
PRINCIPAL REGISTER**

CIRCA

UKI PRODUCTS LIMITED (UNITED KINGDOM
CORPORATION)
67-69 SALCOTT ROAD
LONDON, UNITED KINGDOM SW11 6DQ

FOR: COSTUME JEWELRY WITH SEMI-PRE-
CIOUS AND SYNTHETIC STONES; SILVER JEW-
ELRY; GOLD JEWELRY; WATCHES, IN CLASS 14
(U.S. CLS. 2, 27, 28 AND 50).

OWNER OF UNITED KINGDOM REG. NO.
2187410, DATED 7-23-1999, EXPIRES 1-29-2009.

SER. NO. 76-301,588, FILED 8-20-2001.

MARY ROSSMAN, EXAMINING ATTORNEY

EXHIBIT "B"



United States Patent and Trademark Office

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Assignments on the Web > Trademark Query

Trademark Assignment Abstract of Title

Total Assignments: 1

Serial #: 76301588

Filing Dt:

Reg #: 2833617

Reg. Dt:

Mark:

Assignment: 1

Reel/Frame: 3441/0948

Received: 12/11/2006

Recorded: 12/11/2006

Pages: 4

Conveyance: ASSIGNS THE ENTIRE INTEREST

Assignor: UKI PRODUCTS LIMITED

Exec Dt: 11/15/2006

Entity Type: CORPORATION

Citizenship: UNITED KINGDOM

Entity Type: CORPORATION

Citizenship: CALIFORNIA

Assignee: MEL BERNIE AND COMPANY, INC.

3000 W. EMPIRE AVENUE

BURBANK, CALIFORNIA 91504

Correspondent: MARVIN GELFAND, ESQ.

9665 WILSHIRE BOULEVARD

9TH FLOOR

BEVERLY HILLS, CA 90212

If you have any comments or questions concerning the data displayed, contact PRD / Assignments at 571-272-3350, v.2.0.1
Web interface last modified: April 20, 2007 v.2.0.1

Search Results as of: 09/10/2007 03:36 PM

| .HOME |

EXHIBIT "C"

TRADING UP, TRADING DOWN,
OR SIMPLY TRADING IT IN...

SOMETIMES CHANGE IS GOOD.

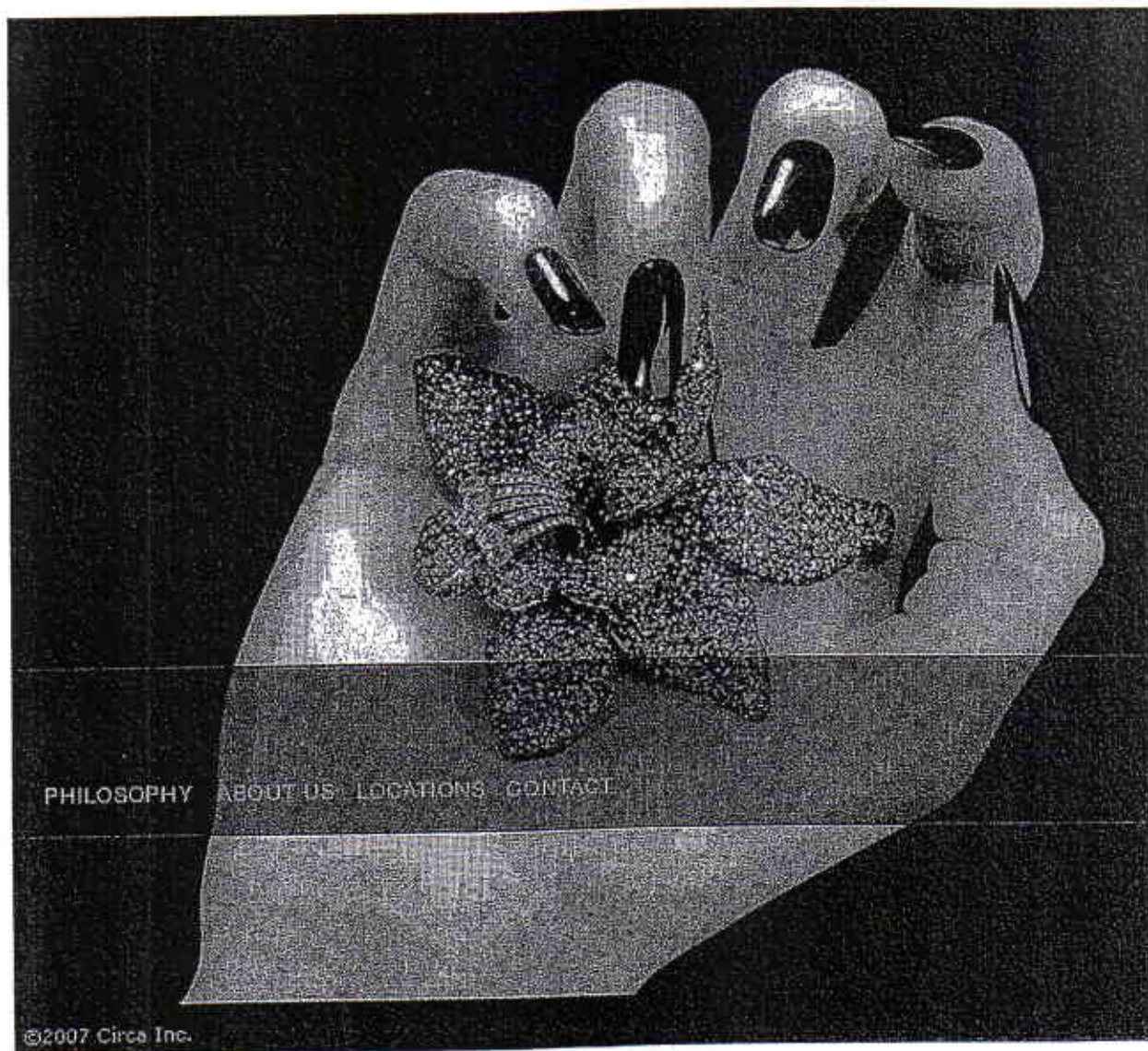
At Circa, we provide an upscale, professional and reliable service for clients who want to sell their fine jewelry. And by paying for each item immediately, we allow you to make your next exciting change. 

415 MADISON AVE. 19TH FLOOR | NEW YORK, NY 10017
800.676.5490 | 212.486.6013 | WWW.CIRCAJEWELRY.COM
NEW YORK | PALM BEACH | CHICAGO | SAN FRANCISCO | HONG KONG

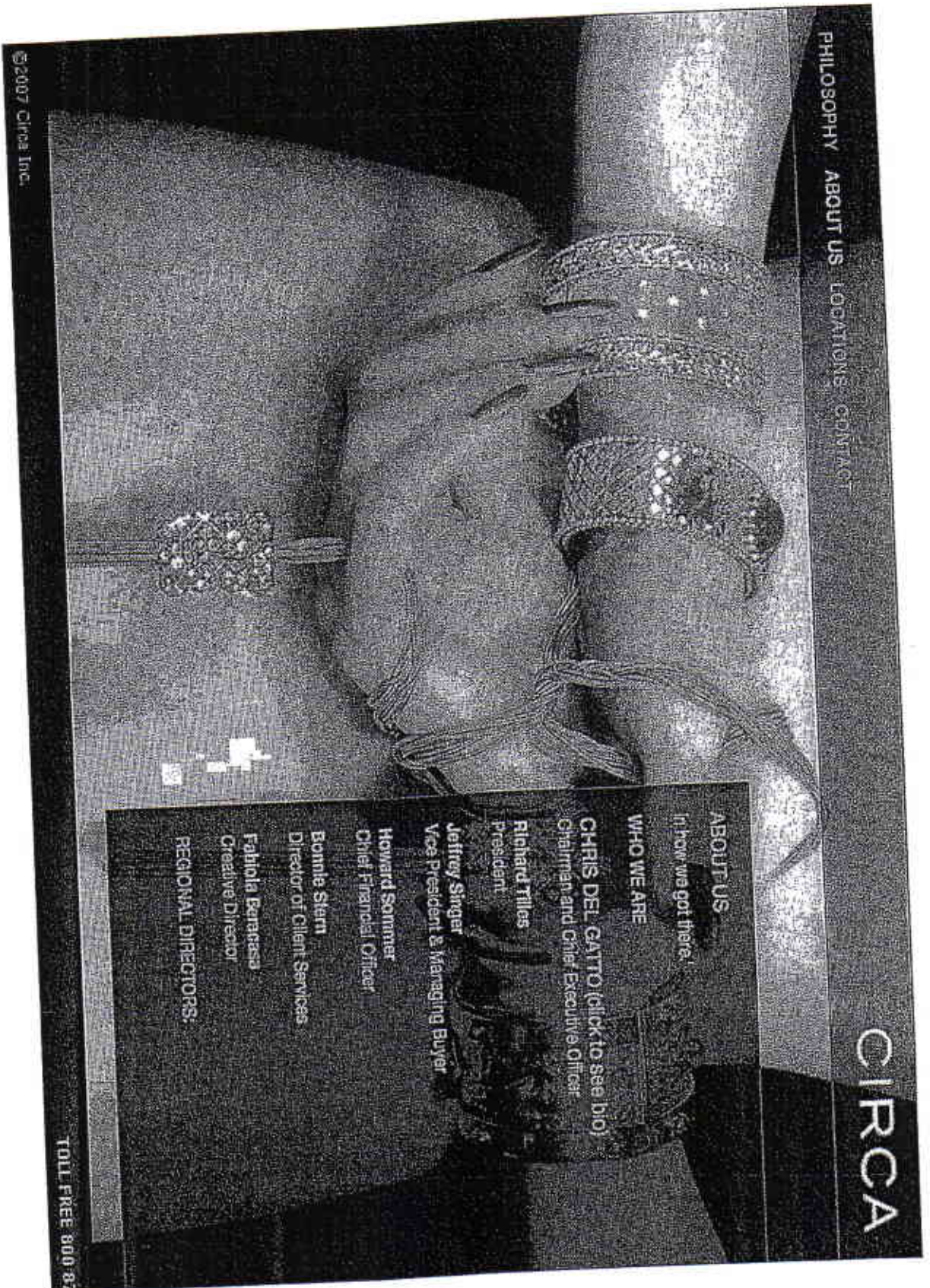
CIRCA

WE'LL TAKE IT FROM HERE.

EXHIBIT "D"



CIRCA - We buy jewelry. Sell your jewelry. www.circajewels.com/



CIRCA

PHILOSOPHY ABOUT US LOCATIONS CONTACT

ABOUT US
It's how we got there.

WHO WE ARE

CHRIS DEL GATTO (click to see bio)
Chairman and Chief Executive Officer

Richard Tilles
President

Jeffrey Singer
Vice President & Managing Buyer

Howard Sommer
Chief Financial Officer

Bonnie Stern
Director of Client Services

Fabrizia Ferracane
Creative Director

REGIONAL DIRECTORS:


TOLL FREE 800.87

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<http://www.circajewels.com/>

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CIRCA - we buy jewelry, sell your jewelry



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ABOUT US
We Buy & Sell Jewelry

Fabiola Benavente
Creative Director

REGIONAL DIRECTORS:

Ruth Thruston
Director - Chicago

Peter Shemansky
Director - San Francisco

Tracy Sherman
Director - Palm Beach

Lee Siegel
Director - Washington D.C.

Faye Itshin
Director - Las Vegas

Angelina Chen
Director - CIRCA Far East, Hong Kong

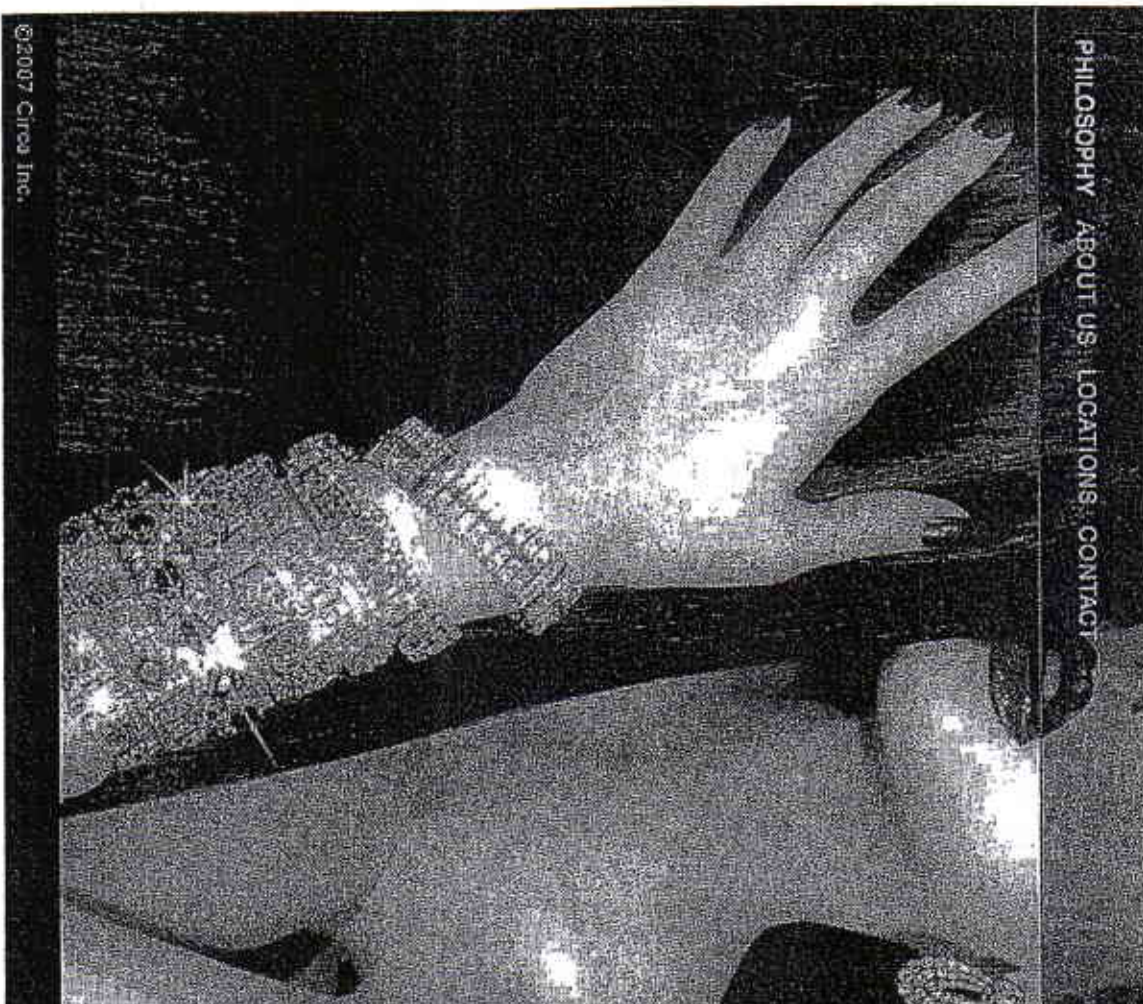
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CIRCA - We buy jewelry. Sell your jewelry. www.circajewelry.com



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CIRCA

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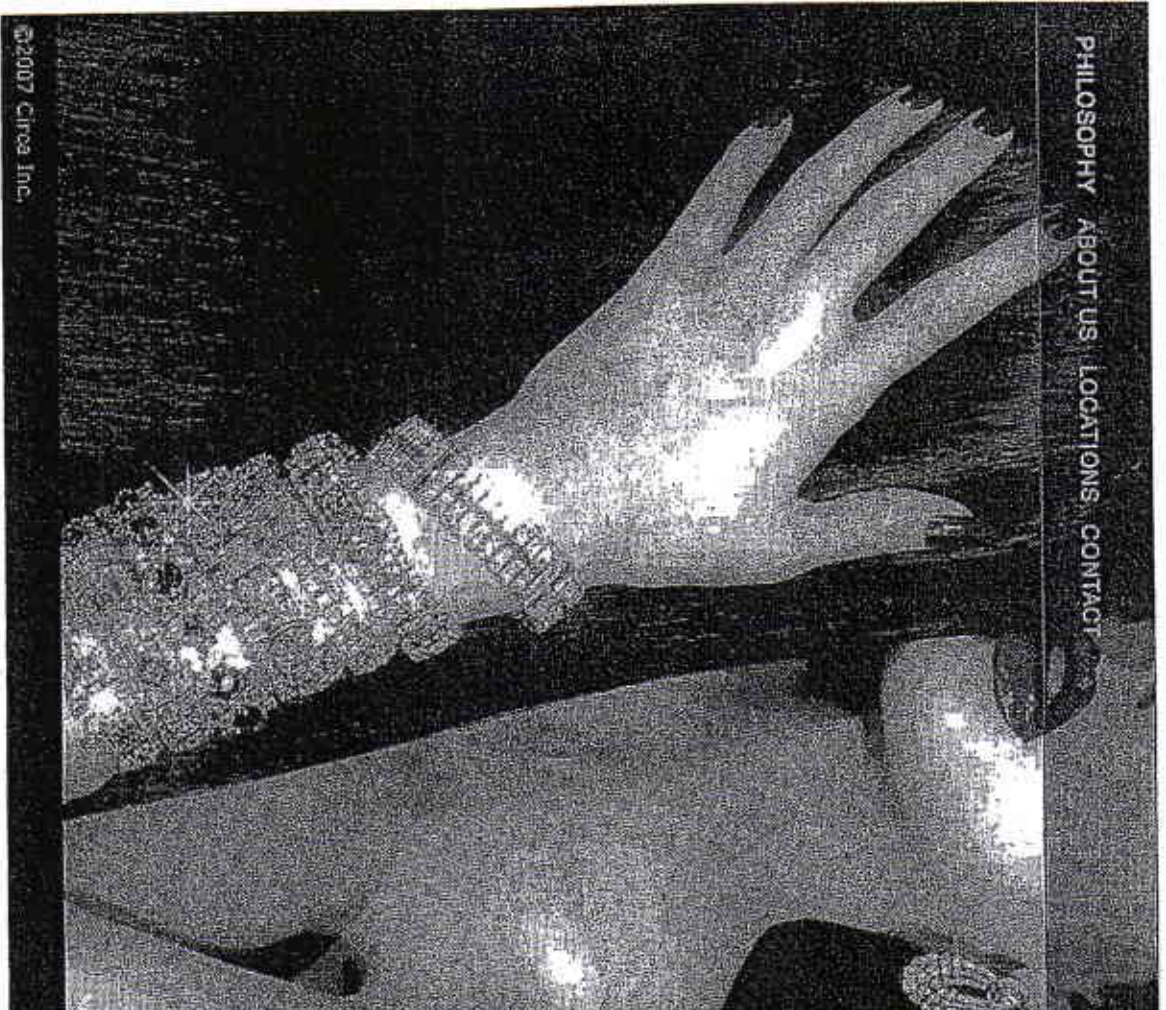
At CIRCA we know that there are as many reasons to sell your jewelry as there are stories to tell. CIRCA has been seducing the world's finest antique, estate jewelry and diamond sellers since 2001. Our unique model has proven a successful entrée: an expert buying staff, the *crème de la crème* of customer-service and pricing that is unprecedented. CEO Chris Del Gatto credits CIRCA client's intense loyalty to the company's policy of being consumer advocates first. "By being honest and transparent throughout the entire process (A process which is daunted with misnomers), this openness and honesty prevails in each transaction with CIRCA. The buying of the jewelry is ultimately secondary."

Del Gatto relays the number one client tell-all: "I just don't wear it anymore." We don't see customers selling because they need the money; Converting a collection of estate jewelry or diamonds to cold, hard cash in private is proving a sparkling business model for CIRCA and a valuable resource to the public. Our clients recognize that they don't need to hold on to a piece of jewelry for their entire lives any longer," says Del Gatto. "People's lifestyles change, jewels that they once wore to parties twice a year would be more valuable as a special trip in retirement or

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CIRCA - we buy jewelry, you grow jewelry



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CIRCA

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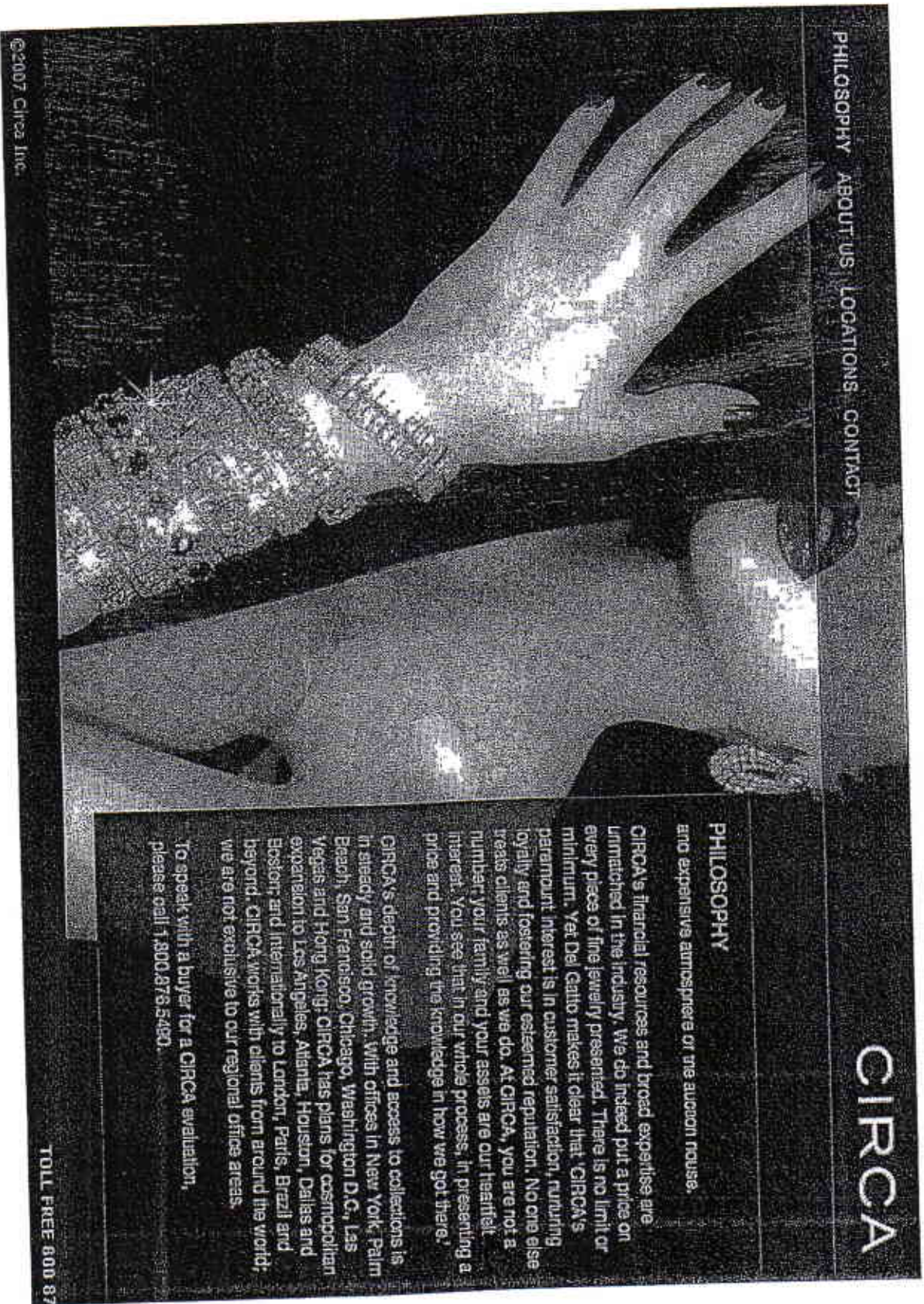
more important to us than client satisfaction, not only in price, but in how they were handled. Del Gatto affirms.

Del Gatto's tenacity has carried the jewelry industry a leap forward. He notes, "Through professionalism, honesty, expertise and a tremendous depth of knowledge, CIRCA has set the new standard for caring consumers. We see an incredible amount of jewelry and our breadth and depth is truly valuable. Because of CIRCA, fine jewelry is now more liquid than anything in a family's portfolio. Significant items often historically have remained frozen in the vault as 'non-performing assets.' At CIRCA once a client accepts an offer, they are immediately presented with a check. No commission charges or fees are deducted. It is a quick, efficient and press-free alternative to the gossip and expensive atmosphere of the auction house.

CIRCA's financial resources and broad expertise are unmatched in the industry. We do indeed put a price on every piece of fine jewelry presented. There is no limit or minimum. Yet Del Gatto makes it clear that CIRCA's paramount interest is in customer satisfaction, nurturing loyalty and fostering our esteemed reputation. No one else treats clients as well as we do. At CIRCA, you are not a

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CIRCA - we only jewelry. Sell your jewelry. Buy jewelry. A world of jewelry.



PHILOSOPHY ABOUT US LOCATIONS CONTACT

CIRCA

PHILOSOPHY

and expensive atmosphere or the auction house.

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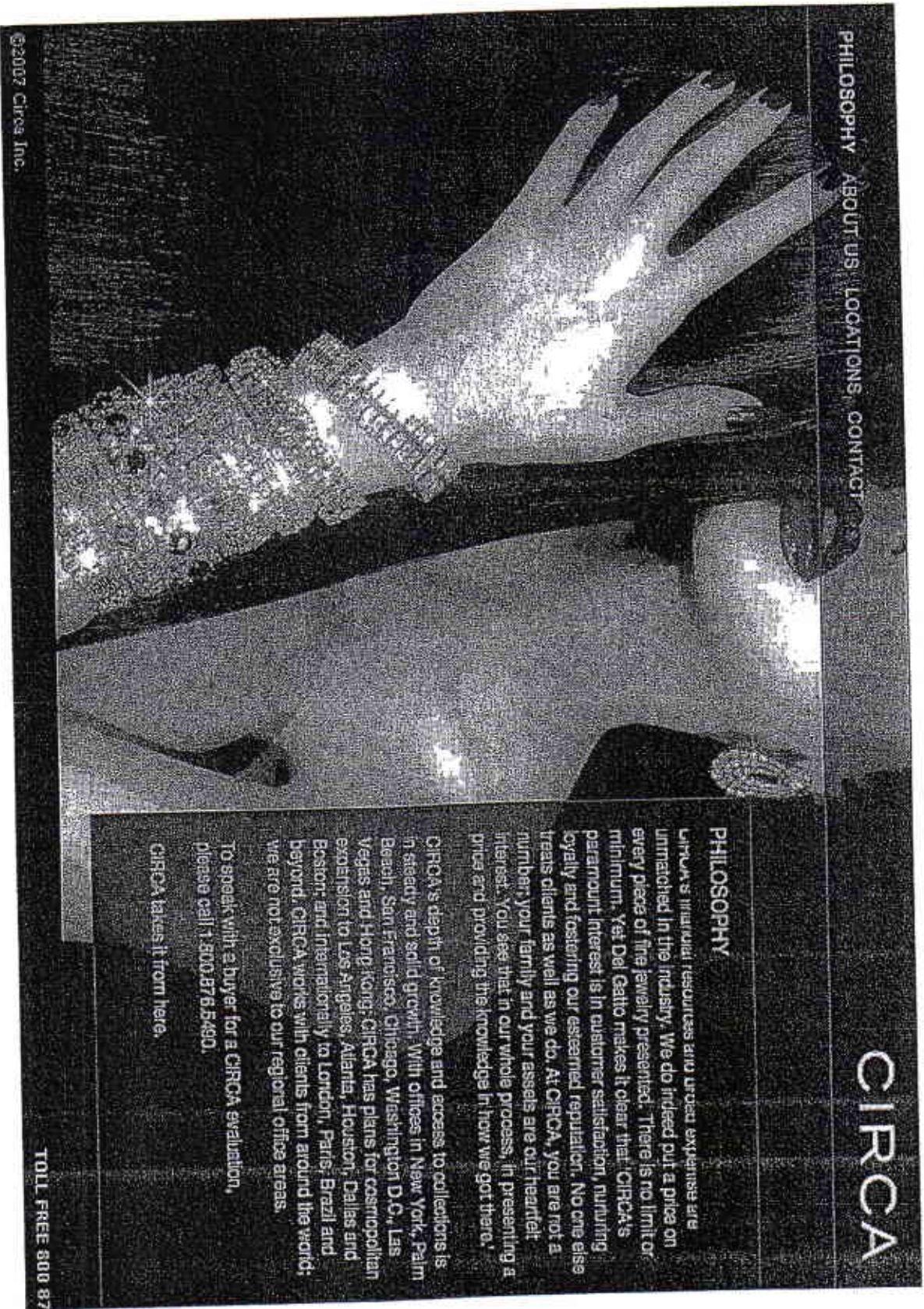
CIRCA's depth of knowledge and access to collections is in steady and solid growth. With offices in New York, Palm Beach, San Francisco, Chicago, Washington D.C., Las Vegas and Hong Kong, CIRCA has plans for cosmopolitan expansion to Los Angeles, Atlanta, Houston, Dallas and Boston, and internationally to London, Paris, Brazil and beyond. CIRCA works with clients from around the world; we are not exclusive to our regional office areas.

To speak with a buyer for a CIRCA evaluation, please call 1.800.876.5490.

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CIRCA - we buy jewelry, sell your jewelry, and more. A leading national jewelry company, Circa is a leader in the industry.



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CIRCA's individual resources and unique expertise are unmatched in the industry. We do indeed put a price on every piece of fine jewelry presented. There is no limit or minimum. Yet Del Gatto makes it clear that CIRCA's paramount interest is in customer satisfaction, nurturing loyalty and fostering our esteemed reputation. No one else treats clients as well as we do. At CIRCA, you are not a number; your family and your assets are our heartfelt interest. You see that in our whole process, in presenting a price and providing the knowledge in how we got there.

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CIRCA takes it from here.

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CIRCA

NEW YORK
416 Madison Avenue
19th Floor
New York, NY 10017
212 496 6013

NEW YORK
416 Madison Avenue
19th Floor
New York, NY 10017
212 496 6013

John Hancock Building
875 North Michigan Avenue
Suite #2848
Chicago, IL 60611
312.787.8588

John Hancock Building
875 North Michigan Avenue
Suite #2848
Chicago, IL 60611
312.787.8588

1 Tower Lane
Suite 1700
Oakbrook Terrace
Oakbrook, IL 60181
312.787.8586
By Appointment Only

1 Tower Lane
Suite 1700
Oakbrook Terrace
Oakbrook, IL 60181
312.787.8586
By Appointment Only

50 California Street
Suite #1500

50 California Street
Suite #1500

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CIRCA - we buy jewelry. sell your jewelry. see it now. a jewelry & estate auctioneer - serving customers since 1977

PHILOSOPHY ABOUT US LOCATIONS CONTACT

CIRCA

LOCATIONS

UTICA/MD

1 Tower Lane

Suite 1700

Oakbrook Terrace

Oakbrook, IL 60191

312 787 8585

By Appointment Only

SAN FRANCISCO

50 California Street

Suite #1500

San Francisco, CA 94111

415 621 8100

PALM BEACH

Palm Beach Towers

44 Coconut Row - Suite L101

Palm Beach, FL 33460

561 632 1397

HONG KONG

Suite 1401, Prince's Building

Central, Hong Kong

011 852 2810 8987

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CIRCA - we buy jewelry, sell your jewelry, and more - a jewelry business for sale

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CIRCA

EMAIL US

NAME (required)

EMAIL (required)

PHONE (required)

COMMENTS / BEST TIME TO CALL (EST)

SUBMIT

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